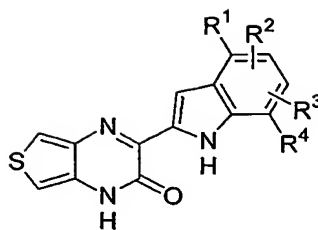


What is claimed is:

1. A compound of Formula I

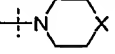


(I)

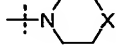
wherein

R^1 is selected from H, F, and Cl;

R^2 is selected from H, OH, CN, halo, $C(O)R^5$, thienyl, pyrimidinyl, oxazolyl, furanyl, (C₁-C₃)alkyl, (C₂-C₆)alkenyl and (C₂-C₆)alkynyl, each optionally substituted with up to two substituents selected from OH, halo, and (C₁-C₃)alkoxy optionally substituted with (C₁-C₃)alkoxy, (C₁-C₆)alkoxy optionally substituted with (C₁-C₃)alkyl, (C₁-C₃)alkoxy,

pyrrolidinyl, ,

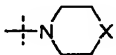
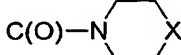
and $N[(C_1-C_3)alkyl]_2$ where each alkyl group is independently optionally substituted with a substituent selected from (C₁-C₃)alkyl,

(C₁-C₃)alkoxy OH, halo, , and phenyl,

$N[(C_1-C_4)alkyl]_2$ where each alkyl group is independently optionally substituted with up to two substituents independently selected from OH, (C₁-C₃)alkyl, halo, (C₁-C₃)alkoxy, and phenyl,

pyridyl optionally substituted with up to two substituents independently selected from (C₁-C₃)alkyl, (C₁-C₃)alkoxy, and halo,

phenyl optionally substituted with up to two substituents independently selected

from (C₁-C₃)alkoxy, CN, halo, , $C(O)-N$ ,

$C(O)N[(C_1-C_3)alkyl]_2$ where each alkyl is optionally substituted with

(C₁-C₃)alkoxy, and

pyrrolidinyl optionally substituted with $N[(C_1-C_3)alkyl]_2$;

R^3 is selected from H, halo, (C₁-C₃)alkyl, and (C₁-C₃)alkoxy;

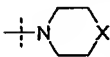
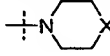
R^4 is selected from H, F, and Cl;

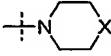
R^5 is selected from OH, NHR^6 ,

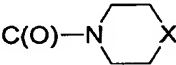
$N[(C_1-C_3)alkyl]R^7$ where said alkyl is optionally substituted with up to one substituent selected from $(C_1-C_3)alkyl$ and $(C_1-C_3)alkoxy$,

$N[(C_1-C_3)alkyl]_2$ where each alkyl is optionally substituted with up to two substituents independently selected from CN, OH, $(C_1-C_3)alkoxy$,
 5 $N[(C_1-C_3)alkyl]_2$, pyridyl, phenyl, $S(O)_2(C_1-C_3)alkyl$, tetrahydrofuryl, $S(O)_2$ -phenyl, $(C_3-C_6)cycloalkyl$, and furyl optionally substituted with $(C_1-C_3)alkyl$,

$N[(C_3-C_6)cycloalkyl](C_1-C_3)alkyl$ where said alkyl is substituted with up to two substituents independently selected from $(C_1-C_3)alkoxy$, OH, CN,
 10 $N[(C_1-C_4)alkyl]_2$, $S(O)_2$ -phenyl, $S(O)_2(C_1-C_3)alkyl$, phenyl, furyl, tetrahydrofuryl, $(C_5-C_6)cycloalkyl$, and pyridyl,

 optionally substituted with up to two substituents independently selected from $N[(C_1-C_3)alkyl]_2$, $C(O)(C_1-C_3)alkyl$, pyrrolidinyl,
 15 $S(O)_2(C_1-C_3)alkyl$, $S(O)_2$ -phenyl, , oxo-dihydrobenzimidazolyl, pyrazinyl, $C(O)NH_2$, $C(O)NH$ -phenyl, $C(O)$ -furanyl, $C(O)NH(C_1-C_3)alkyl$, $(C_1-C_3)alkyl$ optionally substituted with up to two substituents

independently selected from OH, halo, $(C_1-C_3)alkoxy$, ,

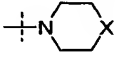
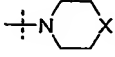
pyrrolidinyl, $C(O)$ -pyrrolidinyl, , and $N[(C_1-C_3)alkyl]_2$,
 20 phenyl optionally substituted with up to two substituents independently selected from $(C_1-C_3)alkyl$, $(C_1-C_3)alkoxy$, halo, CF_3 , and CN, and pyridyl optionally substituted with $(C_1-C_3)alkyl$, CF_3 , and CN, and pyrrolidinyl optionally substituted with up to two substituents independently selected from $N[(C_1-C_4)alkyl]_2$, $C(O)NH_2$, pyridyl, and $(C_1-C_3)alkyl$ optionally substituted with up to two substituents
 25 independently selected from $(C_1-C_3)alkoxy$, and pyrrolidinyl;

R^6 is selected from H,

$(C_1-C_4)alkyl$ optionally substituted with up to two substituents independently selected from OH, halo, $(C_1-C_4)alkoxy$, $NHC(O)(C_1-C_3)alkyl$,

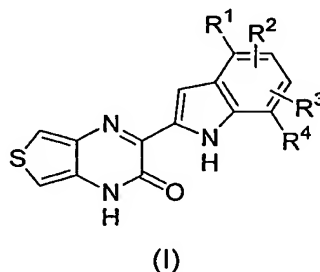
$S-(C_1-C_3)alkyl$, benzimidazolyl, thienyl, ,

30 $N[(C_1-C_4)alkyl]_2$ where each alkyl is independently optionally substituted with up to two substituents independently selected from OH, $(C_1-C_3)alkoxy$, halo, and phenyl,

phenyl optionally substituted with up to two substituents independently
 selected from (C₁-C₃)alkyl, (C₁-C₃)alkoxy, CN, halo,
 CF₃, S(O)₂(C₁-C₃)alkyl, S(O)₂phenyl, and S(O)₂NH₂,
 pyridyl optionally substituted up to two times with CF₃,
 5 indolyl optionally substituted up to two times with (C₁-C₃)alkyl,
 imidazolyl optionally substituted up to two times with (C₁-C₃)alkyl,
 furyl optionally substituted up to two times with (C₁-C₄)alkyl, and
 pyrrolidinyl optionally substituted with up to two substituents
 independently selected from (C₁-C₄)alkoxy, (O), and
 10 (C₁-C₄)alkyl optionally substituted with up to two substituents
 independently selected from OH, (C₁-C₃)alkoxy, and halo,
 indolyl optionally substituted up to two times with (C₁-C₃)alkyl,
 pyrazolyl optionally substituted with up to two substituents independently
 selected from (C₁-C₄)alkyl, (C₃-C₆)cycloalkyl, and
 15 phenyl optionally substituted with up to two substituents independently
 selected from (C₁-C₄)alkoxy, (C₁-C₄)alkyl, halo, CF₃, and CN,
 benzothiazolyl optionally substituted up to two times with (C₁-C₄)alkyl,
 thiazolyl optionally substituted up to two times with (C₁-C₄)alkyl,
 thiadiazolyl optionally substituted with up to two substituents independently
 20 selected from CF₃, (C₃-C₆)cycloalkyl, and (C₁-C₆)alkyl,
 phenyl optionally substituted with up to two substituents independently selected
 from CN, halo, CF₃, N[(C₁-C₄)alkyl]₂, indolyl, , (C₁-C₄)alkoxy,
 O-pyridyl optionally substituted with C(O)NH(C₁-C₄)alkyl,
 (C₁-C₄)alkyl optionally substituted with up to two substituents
 25 independently selected from pyridyl, OH, halo, and phenyl, and
 optionally substituted with up to two substituents independently
 selected from (C₁-C₃)alkyl, and (C₁-C₄)alkoxy,
 pyridyl optionally substituted with phenoxy where said phenoxy is optionally
 substituted with up to two substituents independently selected from
 30 (C₁-C₄)alkyl and (C₁-C₄)alkoxy, and
 indazolyl optionally substituted up to two times with (C₁-C₄)alkyl;
 R⁷ is selected from (C₁-C₃)alkoxy, pyrrolidinyl, tetrahydropyranyl,
 pyridyl optionally substituted with up to two substituents independently selected
 from (C₁-C₄)alkyl and (C₁-C₃)alkoxy,

pyranyl optionally substituted with up to two substituents independently selected from (C₁-C₄)alkyl and (C₁-C₃)alkoxy,
 piperidinyl optionally substituted with up to two substituents independently selected from (C₁-C₃)alkyl, and (C₁-C₃)alkoxy, and
 5 phenyl optionally substituted with up to two substituents independently selected from (C₁-C₃)alkoxy, and (C₁-C₃)alkyl; and
 X is selected from O, S, CH₂ and NH;
 with the proviso that when R¹ is F or Cl, then R⁴ must be H, and when R⁴ is F or Cl, then R¹ must be H;
 10 or a pharmaceutically acceptable salt thereof.

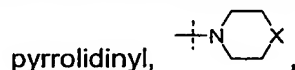
2. A method of treating a disorder selected from a hyper-proliferative disorder and a disorder associated with angiogenesis, in a mammal in need thereof, comprising administering to said mammal an effective amount of a compound of Formula I



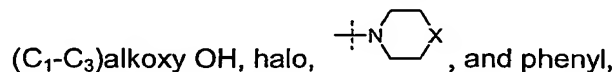
wherein

R¹ is selected from H, F, and Cl;

R² is selected from H, OH, CN, halo, C(O)R⁵, thienyl, pyrimidinyl, oxazolyl, furanyl,
 20 (C₁-C₃)alkyl, (C₂-C₆)alkenyl and (C₂-C₆)alkynyl, each optionally substituted with up to two substituents selected from OH, halo, and (C₁-C₃)alkoxy optionally substituted with (C₁-C₃)alkoxy, (C₁-C₆)alkoxy optionally substituted with (C₁-C₃)alkyl, (C₁-C₃)alkoxy,



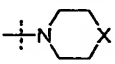
25 and N[(C₁-C₃)alkyl]₂ where each alkyl group is independently optionally substituted with a substituent selected from (C₁-C₃)alkyl,



N[(C₁-C₄)alkyl]₂ where each alkyl group is independently optionally substituted with up to two substituents independently selected from OH, (C₁-C₃)alkyl, halo, (C₁-C₃)alkoxy, and phenyl,
 30

pyridyl optionally substituted with up to two substituents independently selected from (C₁-C₃)alkyl, (C₁-C₃)alkoxy, and halo,

phenyl optionally substituted with up to two substituents independently selected

from (C₁-C₃)alkoxy, CN, halo, , ,

C(O)N[(C₁-C₃)alkyl]₂ where each alkyl is optionally substituted with (C₁-C₃)alkoxy, and

pyrrolidinyl optionally substituted with N[(C₁-C₃)alkyl]₂;

R³ is selected from H, halo, (C₁-C₃)alkyl, and (C₁-C₃)alkoxy;

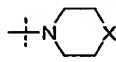
R⁴ is selected from H, F, and Cl;

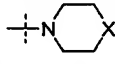
R⁵ is selected from OH, NHR⁶,

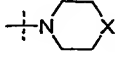
N[(C₁-C₃)alkyl]R⁷ where said alkyl is optionally substituted with up to one substituent selected from (C₁-C₃)alkyl and (C₁-C₃)alkoxy,

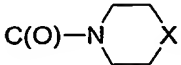
N[(C₁-C₃)alkyl]₂ where each alkyl is optionally substituted with up to two substituents independently selected from CN, OH, (C₁-C₃)alkoxy, N[(C₁-C₃)alkyl]₂, pyridyl, phenyl, S(O)₂(C₁-C₃)alkyl, tetrahydrofuryl, S(O)₂-phenyl, (C₃-C₆)cycloalkyl, and furyl optionally substituted with (C₁-C₃)alkyl,

N[(C₃-C₆)cycloalkyl](C₁-C₃)alkyl where said alkyl is substituted with up to two substituents independently selected from (C₁-C₃)alkoxy, OH, CN, N[(C₁-C₄)alkyl]₂, S(O)₂-phenyl, S(O)₂(C₁-C₃)alkyl, phenyl, furyl, tetrahydrofuryl, (C₅-C₆)cycloalkyl, and pyridyl,

 optionally substituted with up to two substituents independently selected from N[(C₁-C₃)alkyl]₂, C(O)(C₁-C₃)alkyl, pyrrolidinyl,

S(O)₂(C₁-C₃)alkyl, S(O)₂-phenyl, , oxo-dihydrobenzimidazolyl, pyrazinyl, C(O)NH₂, C(O)NH-phenyl, C(O)-furyl, C(O)NH(C₁-C₃)alkyl, (C₁-C₃)alkyl optionally substituted with up to two substituents

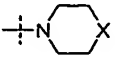
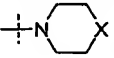
independently selected from OH, halo, (C₁-C₃)alkoxy, ,

pyrrolidinyl, C(O)-pyrrolidinyl, , and N[(C₁-C₃)alkyl]₂,

phenyl optionally substituted with up to two substituents independently selected from (C₁-C₃)alkyl, (C₁-C₃)alkoxy, halo, CF₃, and CN, and pyridyl optionally substituted with (C₁-C₃)alkyl, CF₃, and CN, and pyrrolidinyl optionally substituted with up to two substituents independently

selected from $N[(C_1-C_4)alkyl]_2$, $C(O)NH_2$, pyridyl, and
 $(C_1-C_3)alkyl$ optionally substituted with up to two substituents
independently selected from $(C_1-C_3)alkoxy$, and pyrrolidinyl;

R^6 is selected from H,

- 5 $(C_1-C_4)alkyl$ optionally substituted with up to two substituents independently
selected from OH, halo, $(C_1-C_4)alkoxy$, $NHC(O)(C_1-C_3)alkyl$,
 $S-(C_1-C_3)alkyl$, benzimidazolyl, thienyl, ,
 $N[(C_1-C_4)alkyl]_2$ where each alkyl is independently optionally substituted
with up to two substituents independently selected from OH,
10 $(C_1-C_3)alkoxy$, halo, and phenyl,
phenyl optionally substituted with up to two substituents independently
selected from $(C_1-C_3)alkyl$, $(C_1-C_3)alkoxy$, CN, halo,
 CF_3 , $S(O)_2(C_1-C_3)alkyl$, $S(O)_2phenyl$, and $S(O)_2NH_2$,
pyridyl optionally substituted up to two times with CF_3 ,
15 indolyl optionally substituted up to two times with $(C_1-C_3)alkyl$,
imidazolyl optionally substituted up to two times with $(C_1-C_3)alkyl$,
furyl optionally substituted up to two times with $(C_1-C_4)alkyl$, and
pyrrolidinyl optionally substituted with up to two substituents
independently selected from $(C_1-C_4)alkoxy$, (O), and
20 $(C_1-C_4)alkyl$ optionally substituted with up to two substituents
independently selected from OH, $(C_1-C_3)alkoxy$, and halo,
indolyl optionally substituted up to two times with $(C_1-C_3)alkyl$,
pyrazolyl optionally substituted with up to two substituents independently
selected from $(C_1-C_4)alkyl$, $(C_3-C_6)cycloalkyl$, and
25 phenyl optionally substituted with up to two substituents independently
selected from $(C_1-C_4)alkoxy$, $(C_1-C_4)alkyl$, halo, CF_3 , and CN,
benzothiazolyl optionally substituted up to two times with $(C_1-C_4)alkyl$,
thiazolyl optionally substituted up to two times with $(C_1-C_4)alkyl$,
thiadiazolyl optionally substituted with up to two substituents independently
30 selected from CF_3 , $(C_3-C_6)cycloalkyl$, and $(C_1-C_6)alkyl$,
phenyl optionally substituted with up to two substituents independently selected
from CN, halo, CF_3 , $N[(C_1-C_4)alkyl]_2$, indolyl, , $(C_1-C_4)alkoxy$,
O-pyridyl optionally substituted with $C(O)NH(C_1-C_4)alkyl$,
 $(C_1-C_4)alkyl$ optionally substituted with up to two substituents

independently selected from pyridyl, OH, halo, and phenyl, and
 ---N---X optionally substituted with up to two substituents independently
 selected from (C₁-C₃)alkyl, and (C₁-C₄)alkoxy,

pyridyl optionally substituted with phenoxy where said phenoxy is optionally
 substituted with up to two substituents independently selected from
 (C₁-C₄)alkyl and (C₁-C₄)alkoxy, and

indazolyl optionally substituted up to two times with (C₁-C₄)alkyl;

R⁷ is selected from (C₁-C₃)alkoxy, pyrrolidinyl, tetrahydropyranyl,

pyridyl optionally substituted with up to two substituents independently selected
 from (C₁-C₄)alkyl and (C₁-C₃)alkoxy,

pyranyl optionally substituted with up to two substituents independently selected
 from (C₁-C₄)alkyl and (C₁-C₃)alkoxy,

piperidinyl optionally substituted with up to two substituents independently
 selected from (C₁-C₃)alkyl, and (C₁-C₃)alkoxy, and

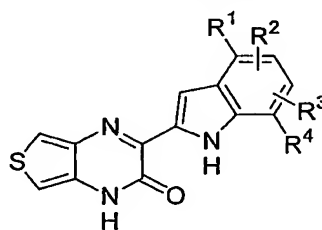
phenyl optionally substituted with up to two substituents independently selected
 from (C₁-C₃)alkoxy, and (C₁-C₃)alkyl; and

X is selected from O, S, CH₂ and NH;

with the proviso that when R¹ is F or Cl, then R⁴ must be H, and when R⁴ is F or
 Cl, then R¹ must be H;

or a pharmaceutically acceptable salt thereof.

3. A composition comprising a carrier and a compound of Formula I



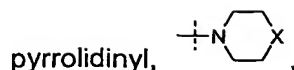
(I)

wherein

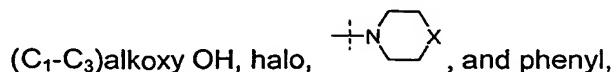
R¹ is selected from H, F, and Cl;

R² is selected from H, OH, CN, halo, C(O)R⁵, thienyl, pyrimidinyl, oxazolyl, furanyl,
 (C₁-C₃)alkyl, (C₂-C₆)alkenyl and (C₂-C₆)alkynyl, each optionally substituted with
 up to two substituents selected from OH, halo, and

(C₁-C₃)alkoxy optionally substituted with (C₁-C₃)alkoxy,
 (C₁-C₆)alkoxy optionally substituted with (C₁-C₃)alkyl, (C₁-C₃)alkoxy,



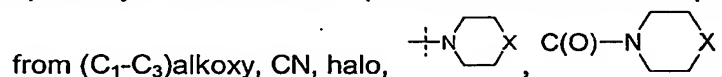
and N[(C₁-C₃)alkyl]₂ where each alkyl group is independently optionally substituted with a substituent selected from (C₁-C₃)alkyl,



5 N[(C₁-C₄)alkyl]₂ where each alkyl group is independently optionally substituted with up to two substituents independently selected from OH, (C₁-C₃)alkyl, halo, (C₁-C₃)alkoxy, and phenyl,

pyridyl optionally substituted with up to two substituents independently selected from (C₁-C₃)alkyl, (C₁-C₃)alkoxy, and halo,

10 phenyl optionally substituted with up to two substituents independently selected



C(O)N[(C₁-C₃)alkyl]₂ where each alkyl is optionally substituted with (C₁-C₃)alkoxy, and

pyrrolidinyl optionally substituted with N[(C₁-C₃)alkyl]₂;

15 R³ is selected from H, halo, (C₁-C₃)alkyl, and (C₁-C₃)alkoxy;

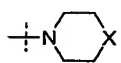
R⁴ is selected from H, F, and Cl;

R⁵ is selected from OH, NHR⁶,

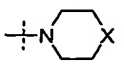
N[(C₁-C₃)alkyl]R⁷ where said alkyl is optionally substituted with up to one substituent selected from (C₁-C₃)alkyl and (C₁-C₃)alkoxy,

20 N[(C₁-C₃)alkyl]₂ where each alkyl is optionally substituted with up to two substituents independently selected from CN, OH, (C₁-C₃)alkoxy, N[(C₁-C₃)alkyl]₂, pyridyl, phenyl, S(O)₂(C₁-C₃)alkyl, tetrahydrofuryl, S(O)₂-phenyl, (C₃-C₆)cycloalkyl, and furyl optionally substituted with (C₁-C₃)alkyl,

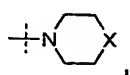
25 N[(C₃-C₆)cycloalkyl](C₁-C₃)alkyl where said alkyl is substituted with up to two substituents independently selected from (C₁-C₃)alkoxy, OH, CN, N[(C₁-C₄)alkyl]₂, S(O)₂-phenyl, S(O)₂(C₁-C₃)alkyl, phenyl, furyl, tetrahydrofuryl, (C₅-C₆)cycloalkyl, and pyridyl,

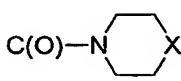


30 optionally substituted with up to two substituents independently selected from N[(C₁-C₃)alkyl]₂, C(O)(C₁-C₃)alkyl, pyrrolidinyl,

S(O)₂(C₁-C₃)alkyl, S(O)₂-phenyl, , oxo-dihydrobenzimidazolyl, pyrazinyl, C(O)NH₂, C(O)NH-phenyl, C(O)-furyl, C(O)NH(C₁-C₃)alkyl,

(C₁-C₃)alkyl optionally substituted with up to two substituents

independently selected from OH, halo, (C₁-C₃)alkoxy, ,

pyrrolidinyl, C(O)-pyrrolidinyl, , and N[(C₁-C₃)alkyl]₂,

phenyl optionally substituted with up to two substituents independently

5 selected from (C₁-C₃)alkyl, (C₁-C₃)alkoxy, halo, CF₃, and CN, and

pyridyl optionally substituted with (C₁-C₃)alkyl, CF₃, and CN, and

pyrrolidinyl optionally substituted with up to two substituents independently

selected from N[(C₁-C₄)alkyl]₂, C(O)NH₂, pyridyl, and

(C₁-C₃)alkyl optionally substituted with up to two substituents

10 independently selected from (C₁-C₃)alkoxy, and pyrrolidinyl;

R⁶ is selected from H,

(C₁-C₄)alkyl optionally substituted with up to two substituents independently

selected from OH, halo, (C₁-C₄)alkoxy, NHC(O)(C₁-C₃)alkyl,

S-(C₁-C₃)alkyl, benzimidazolyl, thienyl, ,

15 N[(C₁-C₄)alkyl]₂ where each alkyl is independently optionally substituted

with up to two substituents independently selected from OH,

(C₁-C₃)alkoxy, halo, and phenyl,

phenyl optionally substituted with up to two substituents independently

selected from (C₁-C₃)alkyl, (C₁-C₃)alkoxy, CN, halo,

20 CF₃, S(O)₂(C₁-C₃)alkyl, S(O)₂phenyl, and S(O)₂NH₂,

pyridyl optionally substituted up to two times with CF₃,

indolyl optionally substituted up to two times with (C₁-C₃)alkyl,

imidazolyl optionally substituted up to two times with (C₁-C₃)alkyl,

furyl optionally substituted up to two times with (C₁-C₄)alkyl, and

25 pyrrolidinyl optionally substituted with up to two substituents

independently selected from (C₁-C₄)alkoxy, (O), and

(C₁-C₄)alkyl optionally substituted with up to two substituents

independently selected from OH, (C₁-C₃)alkoxy, and halo,

indolyl optionally substituted up to two times with (C₁-C₃)alkyl,

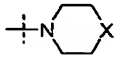
30 pyrazolyl optionally substituted with up to two substituents independently

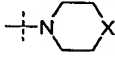
selected from (C₁-C₄)alkyl, (C₃-C₆)cycloalkyl, and

phenyl optionally substituted with up to two substituents independently

selected from (C₁-C₄)alkoxy, (C₁-C₄)alkyl, halo, CF₃, and CN,

benzothiazolyl optionally substituted up to two times with (C₁-C₄)alkyl,
 thiazolyl optionally substituted up to two times with (C₁-C₄)alkyl,
 thiadiazolyl optionally substituted with up to two substituents independently
 selected from CF₃, (C₃-C₆)cycloalkyl, and (C₁-C₆)alkyl,
 5 phenyl optionally substituted with up to two substituents independently selected

from CN, halo, CF₃, N[(C₁-C₄)alkyl]₂, indolyl, , (C₁-C₄)alkoxy,
 O-pyridyl optionally substituted with C(O)NH(C₁-C₄)alkyl,
 (C₁-C₄)alkyl optionally substituted with up to two substituents
 independently selected from pyridyl, OH, halo, and phenyl, and

10  optionally substituted with up to two substituents independently
 selected from (C₁-C₃)alkyl, and (C₁-C₄)alkoxy,

pyridyl optionally substituted with phenoxy where said phenoxy is optionally
 substituted with up to two substituents independently selected from
 (C₁-C₄)alkyl and (C₁-C₄)alkoxy, and

15 indazolyl optionally substituted up to two times with (C₁-C₄)alkyl;

R⁷ is selected from (C₁-C₃)alkoxy, pyrrolidinyl, tetrahydropyranyl,
 pyridyl optionally substituted with up to two substituents independently selected
 from (C₁-C₄)alkyl and (C₁-C₃)alkoxy,
 pyranlyl optionally substituted with up to two substituents independently selected
 20 from (C₁-C₄)alkyl and (C₁-C₃)alkoxy,
 piperidinyl optionally substituted with up to two substituents independently
 selected from (C₁-C₃)alkyl, and (C₁-C₃)alkoxy, and
 phenyl optionally substituted with up to two substituents independently selected
 from (C₁-C₃)alkoxy, and (C₁-C₃)alkyl; and

25 X is selected from O, S, CH₂ and NH;

with the proviso that when R¹ is F or Cl, then R⁴ must be H, and when R⁴ is F or
 Cl, then R¹ must be H;

or a pharmaceutically acceptable salt thereof.